

**Teliix, Inc.**

**EXHIBIT A**

South Carolina Certificate of Authority

Articles of Incorporation

Mar 06 2018

REFERENCE ID: 1803061108566

Filing ID: 180306-1028445

Filing Date: 03/06/2018

  
SECRETARY OF STATE OF SOUTH CAROLINA

STATE OF SOUTH CAROLINA  
SECRETARY OF STATE

APPLICATION BY A FOREIGN CORPORATION FOR A CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS IN THE STATE OF SOUTH CAROLINA

Pursuant to Section 33-15-103 of the 1976 South Carolina Code of Laws, as amended, the undersigned corporation hereby applies for authority to transact business in the State of South Carolina, and for that purpose, hereby submits the following statement:

1. The name of the corporation is (see Sections 33-4-101 and 33-15-106 and Section 33-19-500 (b)(1) if the corporation is a professional corporation. (Must match corporation name on certificate of existence from domestic state)

Telias, Inc.

2. It is incorporated as (check applicable item) ☒ a general business corporation, ☐ a professional corporation under the laws of the state of Colorado

3. The date of its incorporation is 10/06/2004 and the period of its duration is Perpetual

4. The address of the principal office of the corporation is:  
1001 16th Street, B-180 # 102

(Street Address)

Denver, Colorado 80265

(City, State, Zip Code)

5. The address of the proposed registered office in the state of South Carolina is:  
1703 Laurel Street

(Street Address)

Columbia

South Carolina

29201

(City)

(Zip Code)

6. The name of the proposed registered agent in South Carolina at such address is

Corporation Service Company

(Print Name)

I hereby consent to the appointment as registered agent of the corporation

(Signature of the Registered Agent)

Mar 06 2018

REFERENCE ID: 1803061108566

*Mick Hammond*  
SECRETARY OF STATE OF SOUTH CAROLINA

Telias, Inc.  
relax<sup>nc</sup>

Name of Corporation

7. The name and usual business address of the corporation's directors (if the corporation has no directors, then the name and address of the persons who are exercising the statutory authority of the directors on behalf of the corporation) and principal officers:

a.) David Aldworth

(Director Name)

1001 16th Street, B-180 # 102

(Business Address)

Denver, Colorado 80265

(City, State, Zip Code)

Terry Ruth

(Director Name)

1001 16th Street, B-180 # 102

(Business Address)

Denver, Colorado 80265

(City, State, Zip Code)

(Director Name)

(Business Address)

(City, State, Zip Code)

b.) David Aldworth

(Principal Officer Name)

President / CEO

(Principal Officer Position)

1001 16th Street, B-180 # 102

(Address)

Denver, Colorado 80265

(City, State, Zip Code)

Terry Ruth

(Principal Officer Name)

CFO

(Principal Officer Position)

Mar 06 2018  
REFERENCE ID: 1803061108566

  
SECRETARY OF STATE OF SOUTH CAROLINA

Teliix, Inc.

Name of Corporation

1001 16th Street, B-180 # 102

(Address)

Denver, Colorado 80265

(City, State, Zip Code)

Amanda Wainwright

(Principal Officer Name)

Secretary

(Principal Officer Position)

1001 16th Street

(Address)

Denver, Colorado 80265

(City, State, Zip Code)

8. The aggregate number of shares which the corporation has authority to issue, itemized by classes and series, if any, within a class: (if no shares are issued please enter "none")

Class of Shares (and Series, if any)	Authorized Number of Each Class (and Series)
Class A Common	2000000
Class B Common	1000000

9. Unless a delated date is specified, this application shall be effective when accepted for filing by the Secretary of State (See Section 33-1-230): \_\_\_\_\_

Date: 03/06/2018

Name of Corporation:

Teliix, Inc.

David Aldworth

Signature of Officer

David Aldworth

Type or Print Name

President / CEO

Position of Officer

Mar 06 2018  
REFERENCE ID: 1803061108566

  
SECRETARY OF STATE OF SOUTH CAROLINA

OFFICE OF THE SECRETARY OF STATE  
OF THE STATE OF COLORADO

**CERTIFICATE OF FACT OF GOOD STANDING**

I, Wayne W. Williams, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

TelIAX, Inc.

is a

Corporation

formed or registered on 10/06/2004 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20041346840 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 03/02/2018 that have been posted, and by documents delivered to this office electronically through 03/06/2018 @ 06:13:06 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 03/06/2018 @ 06:13:06 in accordance with applicable law. This certificate is assigned Confirmation Number 10760474 .



  
Secretary of State of the State of Colorado

\*\*\*\*\*End of Certificate\*\*\*\*\*  
Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."



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Colorado Secretary of State  
Date and Time: 12/29/2017 01:10 PM  
ID Number: 20041346840  
Document number: 20171970474  
Amount Paid: \$25.00

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### Amended and Restated Articles of Incorporation

filed pursuant to §7-90-301, et seq. and §7-110-107 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

1. For the entity, its ID number and entity name are

ID number 20041346840

(Colorado Secretary of State ID number)

Entity name TellAX, Inc.

2. The new entity name (if applicable) is \_\_\_\_\_.
3. The amended and restated constituent filed document is attached.
4. If the amendment provides for an exchange, reclassification or cancellation of issued shares, the attachment states the provisions for implementing the amendment.
5. *(Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)*

*(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)*

The delayed effective date and, if applicable, time of this document is/are \_\_\_\_\_  
(mm/dd/yyyy hour:minute am/pm)

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6. The true name and mailing address of the individual causing the document to be delivered for filing are

Rushton Krystal  
(Last) (First) (Middle) (Suffix)  
Koenig, Oelsner, Taylor, Shoenfeld  
(Street name and number or Post Office Box information)  
999 18th Street, Suite 1825  
Denver CO 80227  
(City) (State) (Postal/Zip Code)  
United States  
(Province - if applicable) (Country - if not US)

*(If the following statement applies, adopt the statement by marking the box and include an attachment.)*

☒ This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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Colorado Secretary of State  
Date and Time: 02/27/2018 12:21 PM  
ID Number: 20041346840

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Document number: 20181173579  
Amount Paid: \$10.00

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**Statement of Correction**  
**Correcting Information for Historical Purposes**  
filed pursuant to § 7-90-305 of the Colorado Revised Statutes (C.R.S.)

1. The entity ID number and the entity name, or, if the entity does not have an entity name, the true name are

Entity ID number 20041346840  
(Colorado Secretary of State ID number)

Entity name or True name TellAX, Inc.

2. The document number of the filed document that is corrected is 20171970474.

3. (The following statement is adopted by marking the box.)

☒ The information contained in the filed document identified above that is incorrect is identified in the attachment and such information, as corrected, is stated in the attachment.

4. (If applicable, adopt the following statement by marking the box and include an attachment.)

☒ This document contains additional information as provided by law.

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Rushton Krystal  
(Last) (First) (Middle) (Suffix)  
Koenig, Oelsner, Taylor, Shoenfeld  
(Street number and name or Post Office Box information)  
999 18th Street, Suite 1825  
Denver CO 80202  
(City) (State) (ZIP/Postal Code)  
United States  
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*(If applicable, adopt the following statement by marking the box and include an attachment.)*

- ☐ This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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**STATEMENT OF CORRECTION CORRECTING INFORMATION  
FOR HISTORICAL PURPOSES**

**ATTACHMENT  
TO  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF TELIAX, INC.**

This Attachment is to be attached to and made a part of the Amended and Restated Articles of Incorporation of TeliAx, Inc., a Colorado corporation (the “Company”).

\* \* \*

Section IV.A. of the Amended and Restated Articles of Incorporation of the Company requires revision to correct an inaccuracy in the number of authorized shares and shall be replaced in its entirety as follows:

**ARTICLE IV**

A. The Company is authorized to issue one class of stock to be designated, “Common Stock” and the total number of shares that the Company is authorized to issue is three million (3,000,000) shares (the “**Common Stock**”). Two million (2,000,000) shares of the Common Stock are hereby designated “**Class A Common Stock**” and one million (1,000,000) shares of the Common Stock are hereby designated “**Class B Common Stock**”. The Class A Common Stock, together with the Class B Common Stock, shall be referred to as the Common Stock. The holders of the Class A Common Stock are entitled to one vote for each share of Class A Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). The Class B Common Stock shall be non-voting. The Common Stock shall have a par value of \$0.0001 per share.

\* \* \*

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
TELIAX, INC.**

David Aldworth hereby certifies that:

**ONE:** The original name of this company is TellAX, Inc. and the date of filing the original Articles of Incorporation of this company with the Secretary of State of the State of Colorado was October 6, 2004.

**TWO:** He is the duly elected and acting Chief Executive Officer of TellAX, Inc., a Colorado corporation.

**THREE:** The Articles of Incorporation of this company are hereby amended and restated to read as follows:

**ARTICLE I**

The name of this company is **TELIAX, INC.** (the “**Company**”).

**ARTICLE II**

The address of the registered office of this Company in the State of Colorado is 8964 Fox Drive, Suite 202, Denver, CO 80260, and the name of the registered agent of this Company in the State of Colorado at such address is David Aldworth.

**ARTICLE III**

The purpose of the Company is to engage in any lawful act or activity for which a corporation may be organized under the Act.

**ARTICLE IV**

A. The Company is authorized to issue one class of stock to be designated, “Common Stock” and the total number of shares that the Company is authorized to issue is five million (3,000,000) shares (the “**Common Stock**”). Two million (2,000,000) shares of the Common Stock are hereby designated “**Class A Common Stock**” and one million (1,000,000) shares of the Common Stock are hereby designated “**Class B Common Stock**”. The Class A Common Stock, together with the Class B Common Stock, shall be referred to as the Common Stock. The holders of the Class A Common Stock are entitled to one vote for each share of Class A Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). The Class B Common Stock shall be non-voting. The Common Stock shall have a par value of \$0.0001 per share.

B. Upon the filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Colorado (the “**Effective Time**”), each then-outstanding share of Common Stock (the “**Prior Common Stock**”) shall automatically be converted into one validly issued, fully paid and non-assessable share of Class A Common Stock, without any further action

by the holder of such shares of Prior Common Stock (the “**Recapitalization**”). Each stock certificate representing shares of Prior Common Stock shall thereafter represent the number of shares of Class A Common Stock into which the shares of Prior Common Stock previously represented by such stock certificate shall have been converted into; provided, however, that each person holding of record a stock certificate or certificates that represented shares of Prior Common Stock shall receive, upon surrender of such certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of the Class A Common Stock to which such person is entitled as a result of the Recapitalization based on the aggregate number of shares of Prior Common Stock held by such person.

C. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

D. At all meetings of shareholders, a majority of the shares entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum; and at any meeting at which a quorum is present the affirmative vote of a majority of the votes cast on the matter represented at such meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater proportion or number is required by applicable law.

E. Any action required or permitted by Articles 101 to 117 of the Act to be taken at a meeting of the shareholders of the Company may be taken without a meeting if the shareholders holding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all of the shares entitled to vote thereon were present and voted consent to such action in writing.

F. Notice to the shareholders of the Company of an annual meeting need not include a description of the purpose or purposes for which the meeting is called unless the Bylaws of the Company so provide.

## **ARTICLE V**

Except as otherwise agreed in writing by the Company, no shareholder of the Company shall have any preemptive or similar right to acquire or subscribe for any additional unissued shares of stock, or other securities of any class, or rights, warrants or options to purchase stock or scrip, or securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

## **ARTICLE VI**

To the fullest extent permitted by the Act, as the same exists or may hereafter be amended, a director of the Company shall not be personally liable to the Company or its shareholders for monetary damages. If the Act is hereafter amended to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Act as so amended. Any repeal or modification of this Article by the shareholders of the Company shall be prospective only and shall not adversely affect any right or protection of a director of the Company existing at the time of such repeal or modification.

## ARTICLE VII

The Company shall indemnify officers, directors, employees, or agents to the fullest extent provided under applicable law and the Bylaws of the Company.

## ARTICLE VIII

For the management of the business and for the conduct of the affairs of the Company, and in further definition, limitation and regulation of the powers of the Company, of its directors and of its shareholders or any class thereof, as the case may be, it is further provided that:

A. The management of the business and the conduct of the affairs of the Company shall be vested in the Company's board of directors (the "**Board**"). The number of directors which shall constitute the whole Board shall be fixed by the Board in the manner provided in the Bylaws of the Company, subject to any restrictions which may be set forth in these Articles of Incorporation.

B. The Board is expressly empowered to adopt, amend, or repeal the Bylaws of the Company. The shareholders shall also have the power to adopt, amend, or repeal the Bylaws of the Company.

C. The directors of the Company need not be elected by written ballot unless the Bylaws of the Company so provide.

\* \* \* \*

**FOUR:** These Amended and Restated Articles of Incorporation have been duly approved by the Board.

**FIVE:** These Amended and Restated Articles of Incorporation were approved by the holders of the requisite number of shares of said corporation in accordance with the Colorado Business Corporation Act of the State of Colorado.

IN WITNESS WHEREOF, TellAX, Inc. has caused these Amended and Restated Articles of Incorporation to be signed by its Chief Executive Officer this 29th day of ~~March~~ 2017.

TELLAX, INC.  
TELLAX,

Signature: 

David Aldworth  
Chief Executive Officer



Colorado Secretary of State  
 Date and Time: 03/01/2006 02:54 PM  
 Entity Id: 20041346840  
 Document number: 20061089678

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### Articles of Amendment

filed pursuant to §7-90-301, et seq. and §7-110-1106 of the Colorado Revised Statutes (C.R.S.)

ID number:

20041346840

1. Entity name:

TellAX, Inc.

*(If changing the name of the corporation, indicate name BEFORE the name change)*

2. New Entity name:  
 (if applicable)

3. Use of Restricted Words *(if any of these  
 terms are contained in an entity name, true  
 name of an entity, trade name or trademark  
 stated in this document, mark the applicable  
 box):*

- ☐ "bank" or "trust" or any derivative thereof  
☐ "credit union" ☐ "savings and loan"  
☐ "insurance", "casualty", "mutual", or "surety"

4. Other amendments, if any, are attached.

5. If the amendment provides for an exchange, reclassification or cancellation of issued shares, the attachment states the provisions for implementing the amendment.

6. If the corporation's period of duration  
 as amended is less than perpetual, state  
 the date on which the period of duration  
 expires:

(mm/dd/yyyy)

OR

If the corporation's period of duration as amended is perpetual, mark this box: ☒

7. (Optional) Delayed effective date:

(mm/dd/yyyy)

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8. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

<u>Brewster</u>	<u>David</u>		
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
<u>4890 Riverbend Road</u>			
<small>(Street name and number or Post Office information)</small>			
<u>Boulder</u>	<u>CO</u>	<u>80301</u>	
<small>(City)</small>	<small>(State)</small>	<small>(Postal/Zip Code)</small>	
<u></u>	<u>United States</u>		
<small>(Province – if applicable)</small>	<small>(Country – if not US)</small>		

*(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box ☐ and include an attachment stating the name and address of such individuals.)*

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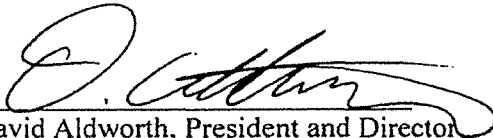
MINUTES OF SPECIAL MEETING OF DIRECTORS of TellAX, Inc.

A special meeting of the Board of Directors of TellAX, Inc. was held at the time, date and place set forth below for purposes of adopting a resolution amending the Articles of Incorporation to include 1,000,000 Common Shares Outstanding, pursuant to C.R.S. 7-110-103.

RESOLVED, that the sole officer, director, and shareholder of TellAX, Inc., David Aldworth, hereby recommends and approves the Amendment of the Articles of Incorporation to include the following:

12. The corporation is authorized to issue 1,000,000 Shares of common stock.

I, the undersigned, being the incorporator named in the certificate of incorporation of the above corporation hereby agree and consent that the special meeting thereof be held on the date and at the time and place stated below and hereby waive all notice of such meeting and of adjournment thereof.



David Aldworth, President and Director

Place: 1050 17<sup>th</sup> St. Ste 240, Denver 80265

Date: February 21, 2006

Time: 2:38pm



Colorado Secretary of State  
 Date and Time: 10/06/2004 08:51 AM  
 Entity Id: 20041346840  
 Document number: 20041346840

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 Colorado Secretary of State  
 Business Division  
 1560 Broadway, Suite 200  
 Denver, CO 80202-5169

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### Articles of Incorporation

filed pursuant to §7-90-301, et seq. and §7-102-102 of the Colorado Revised Statutes (C.R.S.)

#### I. Entity name:

**TellAX, Inc.**

*(The name of a corporation must contain the term or abbreviation "corporation", "incorporated", "company", "limited", "corp.", "inc.", "co." or "ltd"; if the corporation is a professional corporation, it must contain the term or abbreviation "professional corporation", "p.c.", or "pc" §7: 90-601, C.R.S.)*

2. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, make the applicable selection):*

- ☐ "bank" or "trust" or any derivative thereof  
☐ "credit union" ☐ "savings and loan"  
☐ "insurance", "casualty", "mutual", or "surety"

#### 3. Principal office street address:

**8964 Fox Drive, Suite 202**

*(Street name and number)*

**Denver**

**CO**

**80260**

*(City)*

*(State)*

*(Postal/Zip Code)*

*(Province - if applicable)*

*(Country - if not US)*

#### 4. Principal office mailing address: (if different from above)

*(Street name and number or Post Office Box information)*

*(City)*

*(State)*

*(Postal/Zip Code)*

*(Province - if applicable)*

*(Country - if not US)*

#### 5. Registered agent: (if an individual):

**Aldworth**

**David**

*(Last)*

*(First)*

*(Middle)*

*(Suffix)*

OR (if a business organization):

#### 6. The person appointed as registered agent in the document has consented to being so appointed.

#### 7. Registered agent street address:

**8964 Fox Drive, Suite 202**

*(Street name and number)*

Denver CO 80260  
 (City) (State) (Postal/Zip Code)

8. Registered agent mailing address:  
 (if different from above)

(Street name and number or Post Office Box information)  
 \_\_\_\_\_  
 \_\_\_\_\_  
 (City) (State) (Postal/Zip Code)  
 \_\_\_\_\_  
 (Province – if applicable) (Country – if not US)

9. If the corporation's period of duration  
 is less than perpetual, state the date on  
 which the period of duration expires:

(mm/dd/yyyy)

10. (Optional) Delayed effective date:

(mm/dd/yyyy)

11. Name(s) and address(es) of  
 incorporator(s): (if an individual):

Aldworth David  
 (Last) (First) (Middle) (Suffix)

OR (if a business organization):

8964 Fox Drive, Suite 202  
 (Street name and number or Post Office Box information)

Denver CO 80260  
 (City) (State) (Postal/Zip Code)  
 United States  
 (Province – if applicable) (Country – if not US)

(if an individual)

(Last) (First) (Middle) (Suffix)

OR (if a business organization)

(Street name and number or Post Office Box information)

(City) (State) (Postal/Zip Code)  
 United States  
 (Province – if applicable) (Country – if not US)

(if an individual)

(Last) (First) (Middle) (Suffix)

OR (if a business organization)

(Street name and number or Post Office Box information)

_____ (City)	_____ (State)	_____ (Postal/Zip Code)
United States		
_____ (Province – if applicable)	_____ (Country – if not US)	

(If there are more than three incorporators, mark this box ☐ and include an attachment stating the true names and mailing addresses of all additional incorporators.)

12. The corporation is authorized to issue 10,000 shares of common stock.  
(number)

(Additional classes of capital stock may be authorized and additional information regarding the corporation's stock may be stated, mark this box ☐ and include an attachment stating pertinent information.)

13. Additional information may be included pursuant to §7-102-102, C.R.S. and other organic statutes such as title 12, C.R.S. If applicable, mark this box ☐ and include an attachment stating the additional information.

**Notice:**

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This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

14. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Aldworth	David		
_____ (Last)	_____ (First)	_____ (Middle)	_____ (Suffix)
8964 Fox Drive, Suite 202			
_____ (Street name and number or Post Office Box information)			
Denver	CO	80260	
_____ (City)	_____ (State)	_____ (Postal/Zip Code)	
United States			
_____ (Province – if applicable)	_____ (Country – if not US)		

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box ☐ and include an attachment stating the name and address of such individuals.)

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